

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8370 • 1-800-342-8062 • Fax (850) 222-1222

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Brazilian Paint & Bodyshop,  
Inc

☒ Art of Inc. File Cert  
☐ LTD Partnership File  
☐ Foreign Corp. File  
☐ L.C. File  
☐ Fictitious Name File  
☐ Trade/Service Mark  
☐ Merger File  
☐ Art. of Amend. File  
☐ RA Resignation  
☐ Dissolution / Withdrawal  
☐ Annual Report / Reinstatement  
☒ Cert. Copy  
☐ Photo Copy  
☐ Certificate of Good Standing  
☐ Certificate of Status  
☐ Certificate of Fictitious Name  
☐ Corp Record Search  
☐ Officer Search  
☐ Fictitious Search  
☐ Fictitious Owner Search  
☐ Vehicle Search  
☐ Driving Record  
☐ UCC 1 or 3 File  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ Courier

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Signature \_\_\_\_\_

Requested by: CS

Name \_\_\_\_\_

Date 8/27

Time 10:00

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
BRAZILIAN PAINT & BODYSHOP, INC.

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The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**Article 1. Name**

The name of this corporation is:

BRAZILIAN PAINT & BODYSHOP, INC.

**Article 2. Principal Office**

The principal office and the mailing address of the corporation is:

7175 N.W. 27 Avenue  
Miami, FL 33147

**Article 3. Duration**

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of state of Florida.

**Article 4. Purpose**

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

### **Article 5. Capital Stock**

The corporation is authorized to issue Five Hundred (500) shares at One (\$1) Dollar par value.

### **Article 6. Initial Registered Office and Agent**

The name and address of the initial registered agent and office of this corporation is as follows:

Liliam Fernandez  
407 Lincoln Road, Suite 706  
Miami Beach, FL 33139

### **Article 7. Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

Nadja Marinho De Abreu  
7710 Tatum Waterway Drive, #3  
Miami, FL 33141

### **Article 8. Incorporator**

The name and address of the incorporator signing these Articles of Incorporation is:

Nadja Marinho De Abreu  
7710 Tatum Waterway Drive, #3  
Miami Beach, FL 33141

### **Article 9. Amendment of Articles**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

### **Article 10. Pre-emptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him or her to exercise his or her preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

### **Article 11. Removal of Directors**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

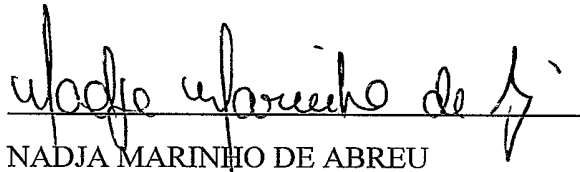
### **Article 12. Indemnification**

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

**Article 13. Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholder meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 26 day of, August 1998.

  
NADJA MARINHO DE ABREU

STATE OF FLORIDA                     )  
   )     ss:  
COUNTY OF MIAMI-DADE         )

BEFORE ME, the undersigned authority, personally appeared, NADJA MARINHO DE ABREU, to me known to be the person, who executed the foregoing Articles of Incorporation after producing Florida drivers' license, and he, she, they acknowledged to and before me that he, she, they executed such instrument.

SWORN TO AND SUBSCRIBED before me on this 26<sup>th</sup> day of, August, 1998.

  
NOTARY PUBLIC, State of Florida

STACY ELDREDGE  
COMMISSION # CC 535506  
EXPIRES FEB 26, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.  
NOTARY PUBLIC  
STATE OF FLORIDA

STACY ELDREDGE  
COMMISSION # CC 535506  
EXPIRES FEB 26, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.  
NOTARY PUBLIC  
STATE OF FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE AND DESIGNATING REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **BRAZILIAN PAINT & BODYSHOP, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named Liliam Fernandez, Located at 407 Lincoln Road, Suite 706, Miami Beach, FL 33139 as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named as Registered Agent to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

  
\_\_\_\_\_  
**LILIAM FERNANDEZ**  
Registered Agent

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
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